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*Proposed Counsel to the Debtors
And Debtors in Possession*

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF NEW YORK

In re:	Case No. 23-35478 (JMM)
SHOWFIELDS, INC., <i>et. al.</i> ,	Chapter 11
Debtors.	(Jointly Administered)

**INTERIM ORDER GRANTING DEBTORS' MOTION PURSUANT TO 11 U.S.C. §§ 363,
364 AND 105 (I) AUTHORIZING THE DEBTORS TO ENTER INTO A POST-PETITION
FINANCING AGREEMENT WITH SHOWFIELDS INVESTMENT LLC, (II)
GRANTING LIENS AND PRIORITY ADMINISTRATIVE EXPENSE STATUS**

Upon consideration of the Debtor's Motion Pursuant to 11 U.S.C. §§ 363, 364 and 105 (I) Authorizing the Debtors to Enter into a Post-Petition Financing Agreement with Showfields Investment LLC, (II) Granting Liens and Priority Administrative Expenses Status (the "**Motion**")¹; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and the Court having determined that the relief sought in the Motion is in the best interest of the Debtor, its creditors, and all parties in interest; and after due deliberation and sufficient cause appearing therefor, and no objection having been raised, it is

¹ Capitalized terms not otherwise defined herein shall have the meanings ascribed in the Motion.

ORDERED that the Motion is GRANTED on an interim basis as set forth herein; and it is further

ORDERED that the final hearing (the “**Final Hearing**”) on the Motion will be held _____, 2023 at _____ (Eastern Standard Time). Any objections or responses to entry of a final order on the Motion must be filed on or before 4:00 p.m. (Eastern Standard Time) on _____, 2023 and served on the following parties: (i) the Office of the United States Trustee, Alexander Hamilton Custom House, One Bowling Green, Room 510, New York, NY 10004-1408 ; and (ii) the Law Office of Rachel S. Blumenfeld PLLC, 26 Court Street, Suite 2220, Brooklyn, New York 11242; and (iii) White and Williams LLP, 7 Times Square, Suite 2900, New York, NY 10036 (Attn: James C. Vandermark, Esq.). In the event no objections to entry of a final order on the Motion are timely received, this Court may enter such final order without need for the Final Hearing; and it is further

ORDERED that the Debtors are authorized, but not directed, to enter into the terms of the Senior Secured, Super-Priority Debtor-In Possession Loan Agreement with Showfields Investment LLC (the “**Loan Agreement**”) listed as **Exhibit A** attached to the Motion, including making all postpetition payments in the ordinary course of business as needed without further order of the Court; and it is further

ORDERED that nothing in this Order: (a) is intended or shall be deemed to constitute an assumption of any agreement pursuant to Bankruptcy Code section 365 or an admission as to the executory nature of any contract or agreement; (b) shall impair, prejudice, waive, or otherwise affect the rights of the Debtors and their estate with respect to the validity, priority or amount of any claim against the Debtors and their estates; (c) shall impair, prejudice, waive, or otherwise

affect the rights of the Debtors and their estate with respect to any and all claims or causes of action against the Lender; and (d) shall be construed as a promise to pay any claim; and it is further

ORDERED that all applicable banks and other financial institutions are hereby authorized to receive, process, honor, and pay any and all checks and funds transfers evidencing amounts paid by the Debtors pursuant to the Motion, whether presented or issued prior to or after the Petition Date. Such banks and financial institutions are authorized to rely on the representations of the Debtors as to which checks are issued or authorized to be paid pursuant to this Order; and it is further;

ORDERED that the Motion is granted on the terms provided in this Order and any objections to entry of this interim Order are overruled; and it is further

ORDERED that the Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion; and it is further

ORDERED that Bankruptcy Rule 6003 has been satisfied; and it is further

ORDERED that notwithstanding the possible applicability of Bankruptcy Rule 6004(h), the terms and conditions of this Order shall be immediately effective and enforceable upon its entry; and it is further

ORDERED that the Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.